

EXHIBIT 2

Proposed Form of Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

| | | |
|-------------------------------------|---|------------------------|
| In re: | § | |
| | § | Chapter 11 |
| | § | |
| MINING PROJECT WIND DOWN | § | Case No. 22-90273 (MI) |
| HOLDINGS, INC. (f/k/a Compute North | § | |
| Holdings, Inc.), <i>et al.</i> | § | |
| | § | (Jointly Administered) |
| Debtors. ¹ | § | |
| | § | |

**ORDER APPROVING SECOND INTERIM AND FINAL APPLICATION OF
MCDERMOTT WILL & EMERY LLP
FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED
AND REIMBURSEMENT OF EXPENSES INCURRED AS COUNSEL
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF
MINING PROJECT WIND DOWN HOLDINGS, INC.
(f/k/a COMPUTE NORTH HOLDINGS, INC.), *ET AL.*,
FOR (I) THE SECOND INTERIM PERIOD FROM JANUARY 1, 2023 THROUGH
MARCH 31, 2023 AND (II) THE FINAL COMPENSATION PERIOD
FROM OCTOBER 9, 2022 THROUGH MARCH 31, 2023
(Docket No. ____)**

The Court has considered the *Second Interim and Final Application of McDermott Will & Emery LLP for Allowance of Compensation for Services Rendered and Reimbursement of*

¹ The Reorganized Debtors in these chapter 11 cases, along with the last four digits of each Reorganized Debtor's federal tax identification number, include: Mining Project Wind Down Holdings, Inc. (f/k/a Compute North Holdings, Inc.) (4534); Mining Project Wind Down LLC (f/k/a Compute North LLC) (7185); Mining Project Wind Down Corpus Christi LLC (f/k/a CN Corpus Christi LLC) (5551); Mining Project Wind Down Atoka LLC (f/k/a CN Atoka LLC) (4384); Mining Project Wind Down BS LLC (f/k/a CN Big Spring LLC) (4397); Mining Project Wind Down Colorado Bend LLC (f/k/a CN Colorado Bend LLC) (4610); Mining Project Wind Down Developments LLC (f/k/a CN Developments LLC) (2570); Mining Project Wind Down Equipment LLC (f/k/a CN Equipment LLC) (6885); Mining Project Wind Down King Mountain LLC (f/k/a CN King Mountain LLC) (7190); Mining Project Wind Down MDN LLC (f/k/a CN Minden LLC) (3722); Mining Project Wind Down Mining LLC (f/k/a CN Mining LLC) (5223); Mining Project Wind Down Pledgor LLC (f/k/a CN Pledgor LLC) (9871); Mining Project Wind Down Member LLC (f/k/a Compute North Member LLC) (8639); Mining Project Wind Down NC08 LLC (f/k/a Compute North NC08 LLC) (8069); Mining Project Wind Down NY09 LLC (f/k/a Compute North NY09 LLC) (5453); Mining Project Wind Down STHDAK LLC (f/k/a Compute North SD, LLC) (1501); Mining Project Wind Down Texas LLC (f/k/a Compute North Texas LLC) (1883); Mining Project Wind Down TX06 LLC (f/k/a Compute North TX06 LLC) (5921); and Mining Project Wind Down TX10 LLC (f/k/a Compute North TX10 LLC) (4238). The Reorganized Debtors' service address for the purposes of these chapter 11 cases is 2305A Elmen Street, Houston, TX 77019.

Expenses Incurred as Counsel to the Official Committee of Unsecured Creditors of Mining Project Wind Down Holdings, Inc. (f/k/a Compute North Holdings, Inc.), et al., for (I) the Second Interim Period from January 1, 2023 Through March 31, 2023 and (II) the Final Compensation Period from October 9, 2022 Through March 31, 2023 filed by McDermott Will & Emery LLP, counsel for the Official Committee of Unsecured Creditors of Mining Project Wind Down Holdings, Inc. (f/k/a Compute North Holdings, Inc.), et al. (the “Applicant”). The Court orders:

1. Applicant is allowed compensation and reimbursement of expenses in the amount of \$3,335,931.92 for the period set forth in the application.
2. The compensation and reimbursement of expenses allowed in this order and all previous interim allowances of compensation and reimbursement of expenses are approved on a final basis.
3. The Debtors are authorized to disburse any unpaid amounts allowed by paragraphs 1 or 2 of this Order.